

Ramsey Emergency Services, Inc.

Application for a certificate of local
authority to operate as a provider of
telecommunications services in all
areas in the State of Illinois.

APPENDIX F

243612

ARTICLES OF INCORPORATION
OF
RAMSEY EMERGENCY SERVICES, INC.

To the Secretary of State
of the State of Iowa:

Pursuant to Section 202 of the Iowa Business Corporation Act, the undersigned, acting as incorporator of a corporation, adopt the following Articles of Incorporation for the corporation.

- I. The name of the corporation is Ramsey Emergency Services, Inc.
- II. The aggregate number of shares which the corporation is authorized to issue is 100,000.
- III. The corporation shall have a seal.
- IV. The address of the initial registered office of the corporation is 600 Court Street, P O Box 656, Williamsburg, Iowa 52361 and the name of its initial registered agent at such address is Ronald L. Saylor.
- V. The number of Directors constituting the initial board of directors shall be two (2) and the name and address of each person who is to serve as a director until the first meeting of shareholders or until their successor elected and shall qualify are:

Michael L. Ramsey, 304 Westwood Rd, Williamsburg, IA 52361
Helen Ramsey, 304 Westwood Rd, Williamsburg, IA 52361

- VI. The name and address of each Incorporator is:

Michael L. Ramsey, 304 Westwood Rd, Williamsburg, IA 52361

- VII. A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with

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respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the corporation or its shareholders, then the liability of a director of this corporation shall be eliminated or limited to the full extent then permitted.

VIII. This corporation shall indemnify a director of this corporation, and each director of this corporation who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director or person relating to his conduct as a director of this corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such director shall be adjudged liable to the corporation.

IX. This corporation shall not sell, lease, exchange, or otherwise dispose of all, or substantially all of its property, with or without the good will, other than in the usual and regular course of business unless such action is previously approved by two-thirds (2/3) of the corporation's shareholders.

Dated this 31 day of July, 2000.


Michael L. Ramsey, Incorporate

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